

**NO00000000 4259**

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June 19<sup>th</sup>, 2000

Florida Department of State  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
00 JUN 23 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: FOOD FOR THE POOR FOUNDATION, INC., a Florida  
not-for-profit corporation  
Document Number N94000000027

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-06/23/00--01079--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

In connection with the above referenced matter, enclosed please find the original Articles of Incorporation, together with our Check No. 036785 in the amount of \$78.75, representing the \$70.00 incorporation fee and the \$8.75 certified copy fee for the same.

Please be advised that Food for the Poor Foundation, Inc. was originally incorporated back on December 16<sup>th</sup>, 1993. As of May 24<sup>th</sup>, 1999, Food for the Poor Foundation, Inc. changed its corporate name to Seraphic, Inc., and also changed its officers and directors at the same time.

In light of these changes, being that the Food for the Poor, Inc. is now no longer in existence, we now need to incorporate the Food for the Poor Foundation, Inc. as a new corporation.

Therefore, upon receipt, please register said corporation with the State and after having done so, please forward the requested certified copy of the Articles of Incorporation and the Certificate of Incorporation to this office to my attention.

If you should have any questions or need further assistance or information regarding this matter, please do not hesitate to contact me at my office.

Thank you in advance for your prompt attention and cooperation.

Very truly yours,

*David T. Price by R. Castello*  
DAVID T. PRICE

Attorney at Law

DTP/rac/Enclosure

6/27  
Informed client by letter  
I added the RA acceptance  
statement and letter Incorporation/RA.

S. Thompson JUN 27 2000

FILED  
00 JUN 23 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLES OF INCORPORATION**

### **FOOD FOR THE POOR FOUNDATION, INC.** **(A Corporation Not for Profit)**

The undersigned hereby submit the following Articles of Incorporation for the formation of a corporation not-for-profit in accordance with the laws in the State of Florida.

#### **I** **NAME**

The name of the corporation shall be **FOOD FOR THE POOR FOUNDATION, INC.**, (the "Corporation").

#### **II** **ADDRESS**

The address of the principal office of the Corporation and the mailing address of the Corporation shall be 550 S.W. 12th Avenue, Deerfield Beach, Florida, 33442, but, the Corporation may maintain offices and transact business in other places within or without the State of Florida, as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the principal office of the Corporation.

#### **III** **PURPOSE**

This Corporation is organized and shall be operated exclusively for charitable purposes, including for such purposes the making of distributions to qualified organizations, including but not limited to, Food for the Poor, Inc. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, or corresponding sections of any future federal tax code. If a qualified organization ceases to be a qualified organization, this Corporation shall not make any further distributions to such organization.

#### **IV** **DIRECTORS**

The governing body of this Corporation shall be the Board of Directors. The Board of Directors of Food for the Poor Foundation, Inc., shall be elected or appointed in accordance with the provisions of the By-Laws of Food for the Poor Foundation, Inc., provided, however, that a majority of the members of the Board of Directors of Food for the Poor, Inc., a Florida Corporation not-for-profit, shall also be members of the Board of Directors of Food for the Poor Foundation, Inc.

#### **V** **REGISTERED AGENT**

The registered office of the Food for the Poor Foundation, Inc. shall be located at 550 S.W. 12<sup>th</sup> Avenue, Deerfield Beach, Florida, 33442. The name and address of the initial registered agent of Food for the Poor Foundation, Inc., is David T. Price, Esquire, 550 S.W. 12<sup>th</sup> Avenue, Deerfield Beach, Florida, 33442.

#### **VI** **INCORPORATORS**

The name and address of the incorporators of Food for the Poor Foundation, Inc., are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David T. Price	2600 N.E. 24 <sup>th</sup> Street Lighthouse Point, FL 33064
James Cavnar	1431 S.W. 10 <sup>th</sup> Street Ft. Lauderdale, FL 33312

#### **VII** **DIRECTORS**

The names and addresses of the individuals who shall serve as the initial directors of Food for the Poor Foundation, Inc., are as follows:

**NAME****ADDRESS**

David T. Price

2600 N.E. 24<sup>th</sup> Street  
Lighthouse Point, Florida 33064

James Cavnar

1431 S.W. 10<sup>th</sup> Street  
Pompano Beach, Florida 33312

Grace Bonina

612 Hollows Circle  
Deerfield Beach, Florida 33442

William Carden

Box 650  
Dixfield, Maine 04224

Fr. Gregory Ramkissoon

Mustard Seed Community  
Box 469  
Kingston 6, Jamaica, West Indies**VIII**  
**OFFICERS**

The affairs of this Corporation shall be managed on a day-to-day basis by the officer in accordance with the By-Laws. The officers shall be appointed from time to time by the Board of Directors. Officers shall serve at the pleasure of the Board of Directors.

**IX**  
**DISSOLUTION**

In the event of dissolution of Food for the Poor Foundation, Inc., the residual assets of the Corporation will be distributed to Food for the Poor, Inc., or to one or more other qualified organizations proved they are at the time exempt organizations described in Sections 501(c)(3) and 170(c)(2) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 or corresponding sections made prior or future Internal Revenue Code.

**X**  
**DURATION**

The Corporation shall have perpetual existence.

**XI**  
**BY-LAWS**

The first By-Laws shall be adopted by the directors and may be altered, amended or rescinded by the directors in the manner provided by the By-Laws.

**XII**  
**AMENDMENTS**

These Articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the directors.

**XIII**  
**CHARITABLE RESTRICTIONS AND LIMITATIONS**

1) No part of the net earnings of Food for the Poor Foundations, Inc. shall enure to the benefit of or be distributed to its governing Board of Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in furtherance of the purposes set forth in Article III hereof.

2) The corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

3) It is intended that this Corporation shall have the status of a Corporation which is exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3) of the Code, and described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

4) At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code.

5) The Corporation shall at all time be controlled or operated in connection with one or more organizations described in Section 509(a)(1) or Section 509(a)(2) of the Code.

#### **XIV** **UNRELATED BUSINESS ACTIVITY**

Notwithstanding any other provision of these Articles of Incorporation, Food for the Poor Foundation, Inc. shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under the provisions of Sections 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue code provision or other activities which are prohibited to a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding provision of any future United State Internal Revenue Code provision or other activities which are prohibited to a corporation.

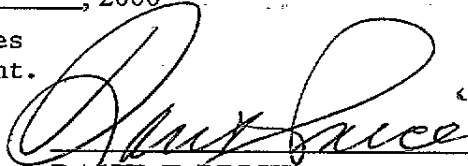
#### **XV** **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David T. Price	2600 N.E. 24 <sup>th</sup> Street Lighthouse Point, Florida 33064
James Cavnar	1431 S.W. 10 <sup>th</sup> Street Ft. Lauderdale, Florida 33312

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, this \_\_\_\_\_ day of \_\_\_\_\_, 2000

I am familiar with and accept the duties and responsibilities as Registered Agent.



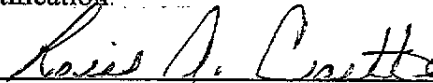
DAVID T. PRICE, Incorporator/Registered Agent



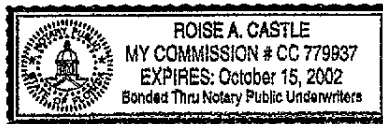
JAMES CAVNAR

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 16 day of JUNE, 2000, by **DAVID T. PRICE**, who is personally known to me or who has produced \_\_\_\_\_ as identification.



NOTARY PUBLIC SIGNATURE



Notary Public Printed Name

Commission No.:

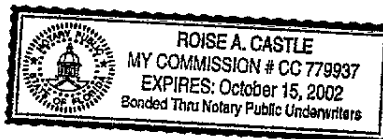
Commission Expires:

STATE OF FLORIDA       )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 16 day of JUNE, 2000, by **DAVID T. PRICE**, who is personally known to me or who has produced JAMES CAVNAR as identification.



NOTARY PUBLIC SIGNATURE



Notary Public Printed Name

Commission No.:

Commission Expires